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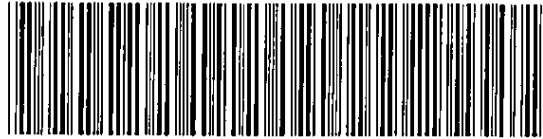
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Date: 11/20/2019

Name: Chris Vick

Reference #: 1155193

Entity Name: PL OCEAN MASTER PROPERTY OWNERS' ASSOCIATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$78.75

Signature: [Signature]

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SECRETARY OF STATE
TALLAHASSEE, FL 32307

ARTICLES OF INCORPORATION
OF
PL OCEAN MASTER PROPERTY OWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)

All terms used in these Articles of Incorporation of PL Ocean Master Property Owners' Association, Inc. (the "**POA Articles**") will have the same meaning as the identical terms used in the Master Declaration of Covenants, Conditions, Restrictions and Easements for PL Ocean Master Property (the "**Master Declaration**"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be PL Ocean Master Property Owners' Association, Inc. For convenience, this corporation will be referred to in these POA Articles as the "**POA.**"

ARTICLE II

Purposes

1. The purpose for which the POA is organized is to manage, operate and maintain the Shared Areas within the Master Property and to manage and operate the Vacation Rental Program in accordance with the Master Declaration and for any other lawful purpose.
2. The POA is a nonprofit corporation and has no capital stock and will not make any distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The POA will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these POA Articles, together with such additional specific powers as are contained in the POA Bylaws or Master Declaration, and all other powers reasonably necessary to implement the purpose of the POA.
2. All funds and the titles to all property acquired by the POA and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the POA Documents.
3. The powers of the POA will be subject to and will be exercised in accordance with the provisions of the Master Declaration.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the POA, and voting by members will be as follows:

1. All Owners are members of this POA, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Master Declaration and the POA Bylaws.

2. Changes in membership in the POA will be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the POA of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the POA. The membership of the prior Owner will be thereby terminated.

3. The share of a member in the funds and assets of the POA cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the POA will be managed by a board of directors (the "**Board**") of not less than three (3) nor more than five (5) directors, as will be determined by the POA Bylaws, and in the absence of such determination will consist of three (3) directors.

2. Directors of the POA will be appointed or elected at the annual meeting of the members in the manner determined by the POA Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the POA must be indemnified by the POA against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the POA. The foregoing indemnification will be

in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

POA Bylaws

The POA Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the POA Bylaws.

ARTICLE VIII

Amendments

Amendments to these POA Articles will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

2. Until Members other than Declarant are entitled to elect a majority of directors of the Board in accordance with Chapter 720, proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Master Declaration or applicable law.

3. After Members other than Declarant are entitled to elect a majority of directors of the Board in accordance with Chapter 720, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the POA, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of the entire membership of the Board and by not less than a majority vote of all of the Owners at a duly called meeting of the POA. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Monroe County, Florida.

5. Notwithstanding the foregoing, these POA Articles may be amended by the Declarant as may be required by any governmental entity; as may be necessary to conform these POA Articles to any governmental statutes; as may be in the best interests of the POA; or as the Declarant may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Master Property.

ARTICLE IX

Term

The term of the POA is the life of the Master Declaration. The POA will be terminated by the termination of the Master Declaration, as provided in accordance with the Master Declaration.

ARTICLE X

Incorporator

The name and address of the incorporator to these POA Articles are as follows:

Name

Address

PL Ocean Residence Holdings, LLC 4651 Sheridan Street, Suite 480, Hollywood, Florida 33021

ARTICLE XI

Registered Agent

The POA hereby appoints Steven B. Greenfield, Esq. as its Registered Agent to accept service of process within this state, with the Registered Office located at 6111 Broken Sound Parkway, NW, Suite 350, Boca Raton, Florida 33487.

ARTICLE XII

Principal Office

The address of the principal office of the POA is at 4651 Sheridan Street, Suite 480, Hollywood, Florida 33021, or at such other place as may be subsequently designated by the Board. All books and records of the POA shall be kept at its principal office or at such other place as may be permitted by Chapter 720.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation of PL Ocean Master Property Owners' Association, Inc. the incorporator's signature this 15th day of November, 2019.

PL Ocean Residences Holdings, LLC

By: PMG Asset Services, LLC, as attorney

In fact

By: _____

Larry M. Abbe, As Attorney

STATE OF FLORIDA)
) SS.
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 15th day of November, 2019, by Larry M. Abbo as Manager of PL Ocean Residence Holdings, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification.

(NOTARY SEAL)



Kerene Spencer
(Notary Signature)

Kerene Spencer
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

REGISTERED AGENT CERTIFICATE

Having been designated as registered agent to accept service of process for PL Ocean Master Property Owners' Association, Inc. within the State of Florida, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:  _____

Name: Steven B. Greenfield, Esq.

Dated: 11-15-19